

RECORDATION NO. 27152 FILED

SEP 07 '07 -2 55 PM

**SURFACE TRANSPORTATION BOARD**

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ELIAS C. ALVORD (1842)  
ELLSWORTH C. ALVORD (1964)

OF COUNSEL  
URBAN A. LESTER

September 7, 2007

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
395 "E" Street, S.W.  
Washington, D.C. 20423-0001

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease, dated as of September 7, 2007, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor:	High Ridge Leasing LLC c/o General Electric Capital Corporation 201 High Ridge Road Stamford, Connecticut 06905
Lessee:	Texas Competitive Electric Holdings Company LLC 1601 Bryan St. Dallas, Texas 75201-3411

Mr. Vernon A. Williams  
September 7, 2007  
Page 2

A description of the railroad equipment covered by the enclosed document is:

996 aluminum rapid discharge IV coal railcars within the series TXUX 990001 - TXUX 991054 as more particularly set forth in the equipment schedule attached to the document.

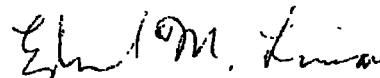
A short summary of the document to appear in the index is:

Memorandum of Lease.

Also enclosed is a check in the amount of \$35.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in cursive script, appearing to read "Ed M. Luria".

Edward M. Luria

RWA/sem  
Enclosures

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SURFACE TRANSPORTATION BOARD

**MEMORANDUM OF LEASE**

High Ridge Leasing LLC, a Delaware limited liability company, 201 High Ridge Road, Stamford, CT 06905 ("Lessor"), and Texas Competitive Electric Holdings Company LLC, a Delaware limited liability company, 1601 Bryan St., Dallas, TX 75201-3411 ("Lessee"), have entered into that certain Lease, dated as of the date hereof, and that certain related Lease Supplement, dated the date hereof (together, the "Lease").

The Lease covers the railcars described on Schedule I hereto (the "Railcars") and is for a term of 10 years, commencing on the date hereof.

Dated: September 7, 2007

High Ridge Leasing LLC, Lessor

By: \_\_\_\_\_

Title: \_\_\_\_\_

Texas Competitive Electric Holdings Company  
LLC, Lessee

By: \_\_\_\_\_

Title: \_\_\_\_\_

Dated: \_\_\_\_\_, 2007

High Ridge Leasing LLC, Lessor

By: General Electric Capital Corporation, its  
Member

By: 

Name: Anne Kennedy Klatky  
Title: Vice President

*Memorandum of Lease*

State of Connecticut

ss. (Stamford)

County of Fairfield

On this 6th day of September, 2007, before me, Mary Anne Huhtanen, the undersigned officer, personally appeared Anne Kennelly Kratky, who acknowledged herself to be Vice President of General Electric Capital Corporation, the sole member of High Ridge Leasing LLC, and that she as Vice President, being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by herself as Vice President.

In witness whereof I hereunto set my hand.



Mary Anne Huhtanen

Notary Public

**MARY ANNE HUHTANEN**  
**NOTARY PUBLIC**  
MY COMMISSION EXPIRES MAR. 31, 2010

Texas Competitive Electric Holdings Company  
LLC, Lessee

By: 

Title: Assistant Treasurer

STATE OF Texas )  
COUNTY OF Dallas ) ss:

On this 7<sup>th</sup> day of September, 2007, before me personally appeared that he is the  
Greg Wilks, to me personally known, who being by me duly sworn, says  
that he is the Assistant Treasurer of Texas Competitive Electric Holdings  
Company LLC, that the foregoing document was signed on behalf of said company, and he  
acknowledged that the execution of said instrument was his free act and deed.

Julia Laxson  
NOTARY PUBLIC

My commission expires:



## Schedule I


<u>Equipment</u>	<u>Quantity</u>	<u>Reporting Marks</u>	
Aluminum Rapid Discharge IV Coal Cars	996	TXUX 990001	through
		TXUX 990034	Inclusive
		TXUX 990036	through
		TXUX 990054	Inclusive
		TXUX 990056	through
		TXUX 990118	Inclusive
		TXUX 990120	through
		TXUX 990197	Inclusive
		TXUX 990199	through
		TXUX 990538	Inclusive
		TXUX 990540	through
		TXUX 990552	Inclusive
		TXUX 990554	through
		TXUX 990563	Inclusive
		TXUX 990565	through
		TXUX 990706	Inclusive
		TXUX 990708	
		TXUX 990711	
		TXUX 990716	
		TXUX 990718	
		TXUX 990722	
		TXUX 990723	
		TXUX 990726	
		TXUX 990731	
		TXUX 990732	
		TXUX 990735	
		TXUX 990737	
		TXUX 990738	
		TXUX 990744	
		TXUX 990747	through
		TXUX 990749	Inclusive
		TXUX 990756	through
		TXUX 990764	Inclusive
		TXUX 990767	through
		TXUX 990769	Inclusive
		TXUX 990772	through
		TXUX 990774	Inclusive
		TXUX 990784	through
		TXUX 990810	Inclusive
		TXUX 990812	through
		TXUX 990902	Inclusive
		TXUX 990904	through
		TXUX 990956	Inclusive
		TXUX 990958	through
		TXUX 990981	Inclusive
		TXUX 990983	through
		TXUX 991033	Inclusive
		TXUX 991035	through
		TXUX 991054	Inclusive



**CERTIFICATION**

I, Edward M. Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: September 6, 2007

A handwritten signature in black ink, appearing to read "Ed M Luria", written over a horizontal line.

Edward M. Luria